



WorkSource

CALIFORNIA
L.A. County Workforce Investment Board

May 4, 2011

To: Members, Los Angeles County Workforce Investment Board
Bylaws and Nominations Committee

From: Richard Verches, Executive Director *RV*
L. A. County Workforce Investment Board

Subject: **LOS ANGELES COUNTY WORKFORCE INVESTMENT BOARD
BYLAWS AND NOMINATIONS COMMITTEE MEETING – TUESDAY,
MAY 10, 2011 AT 12:00 NOON**

This is to inform you that the Los Angeles County Workforce Investment Board Bylaws and Nominations Committee Meeting will meet as follows:

Date: Tuesday, May 10, 2011

Time: 12:00 Noon

Venue: County of Los Angeles
Community and Senior Services Headquarters
3175 West Sixth Street – Third Floor-CSS Room Teamwork
Los Angeles, CA 90020

The Agenda is being transmitted to you to help you prepare for the meeting. If you have any questions or need additional information, please contact Emily Pacheco at (213) 639-6093.

RV:ep
Attachment

**LOS ANGELES COUNTY WORKFORCE INVESTMENT BOARD
MEETING OF THE BYLAWS AND NOMINATIONS COMMITTEE
Thursday, May 10, 2011 at Noon**

**Third Floor Teamwork Room
County of Los Angeles- Community and Senior Services
3175 West Sixth Street, Los Angeles, CA 90020**

Mission Statement

***Provide leadership by convening and facilitating public and private stakeholders, and
connecting employers with a qualified workforce through education and training.***

BYLAWS AND NOMINATIONS COMMITTEE

Mike Patel, Chair
Richard Nichols, Vice Chair
Ted Anderson
Josef Bobek III
Irshad Haque
Paul Kral
Beverly A. Williams
Dr. Rex Yu

AGENDA

1. CALL TO ORDER.....Mike Patel, Chair
2. ROLL CALL
3. INTRODUCTIONS

CONFLICT OF INTEREST

Consistent with Article VI, paragraph 6 of the WIB Bylaws, Members must abstain from participating in any decision or voting on any item in which he/she (or any organization the member is employed by) has a direct or indirect financial interest. If a member is in attendance when such an item is on the Agenda, he/she must formally recuse themselves from official attendance as a WIB member at the meeting prior to any discussion on the item. He/She may not remain seated with Committee or Council, but they may remain in the meeting room seated with and as a member of the public. If the member would like to participate in the discussion, he/she must submit a public comment request form to speak on the item as a member of the public. The member may not return to their seat in the meeting as a WIB member until all action on the item is concluded.

Services provided by Community and Senior Services do not discriminate on the basis of disability. Persons with disabilities may request accommodation services by calling 213/738-2593 (voice) or 213/738-3191 (TTY) one week in advance of the meeting. The facility providing this service is wheelchair accessible. General program information is also available by calling these phone numbers.

4. CHAIR'S REPORT

5. EXECUTIVE DIRECTOR'S REPORT

6. MINUTES OF REGULAR BYLAWS AND NOMINATIONS COMMITTEE MEETING HELD ON JANUARY 27, 2011

Presenter: Mike Patel, Chair

Summary: This item presents for review and approval, the draft minutes of the Bylaws and Nominations Committee meeting held on January 27, 2011.

Attachment A: *DRAFT* Minutes of Bylaws and Nominations Committee meeting on January 27, 2011.

7. RENEWAL BOARD MEMBERS

Presenter: Richard Verches, Executive Director

Summary: This item presents for review and approval, and any other action deemed necessary, to forward to the Full Board at the Quarterly Board Meeting on May 12, 2011, recommendations regarding the renewal of appointment of Ross Viselman.

Attachment B: Renewal Appointment Memo

8. STATUS OF WIB MEMBERSHIP

Presenter: Richard Verches, WIB

Summary: This item presents for discussion, and any action deemed necessary, an update on the status of the L.A. County WIB Membership.

8. NOMINATION FOR L.A. COUNTY WIB MEMBERSHIP

Presenter: Richard Verches, WIB Executive Director

Summary: This item presents for review and approval, or any other action deemed necessary, to forward to the Full Board at the Quarterly Board Meeting of May 12, 2011, the recommendation to forward to the Board of Supervisors the nominations of Daniel Villao and Krystal Walker as a Labor Representative and Business Representative respectively.

Attachment C: Nomination Letter for Daniel Villao
Nomination Letter for Krystal Walker

9. PROPOSED AMENDMENTS TO L.A. COUNTY WIB BYLAWS

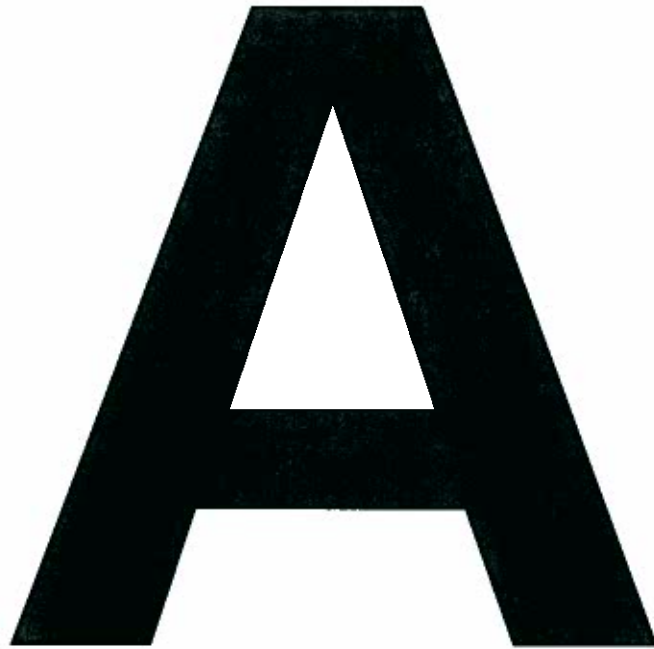
Presenter: Mike Patel, Chair

Summary: This item presents for review and recommendation, or any other action deemed necessary, the revisions to WIB Bylaws, with background information related to identification of who proposed the amendment, explanation and staff recommendations.

Attachment D: 1. Bylaws with proposed amendments.
2. Summary of L.A. County WIB Bylaws (adopted November 12, 2009) with proposed amendments and comments.

10. PUBLIC COMMENTS

11. ADJOURNMENT



ATTACHMENT A

**MINUTES OF
LOS ANGELES COUNTY WORKFORCE INVESTMENT BOARD
BYLAWS AND NOMINATION COMMITTEE**

January 27, 2011 – 12:00 p.m.

**Venue: County of Los Angeles – Community & Senior Services
3175 W. 6th Street, 3rd Floor Rm. Teamwork
Los Angeles, CA 90020**

Committee Members Present:

Mike Patel, Chair
Ted Anderson
Paul Kral
Richard Nichols
Dr. Rex Yu

Committee Members Absent:

Beverly A. Williams

Non-Voting WIB Members Present:

Mr. Irshad Haque

Staff and Guest Present:

Richard, Verches, WIB Executive Director
Cynthia Campbell, WIB Staff
Emily Pacheco, WIB Staff

1. CALL TO ORDER

Mike Patel, Chair, called to order the January 27, 2011 meeting of the L. A. County WIB Bylaws and Nomination Committee.

2. R O L L C A L L

A quorum was established.

3. INTRODUCTIONS

Christina Salsedo, Los Angeles County Counsel

4. CHAIR'S REPORT

No comments by Chair

5. EXECUTIVE DIRECTOR'S REPORT

Mr. Verches, Executive Director reported that the State EDD has recertified the WIB for another two year period, following the solicitation of the self-assessment.

Richard announced that, at the approval of the Chair, the "Conflict of Interest" was made an essential part of the Agenda.

6. **MINUTES OF REGULAR BYLAWS AND NOMINATIONS COMMITTEE MEETING HELD ON NOVEMBER 10, 2010**

MOTION: It was moved by **Richard Nichols** and seconded by **Paul Kral** to approve the minutes of the L.A. County WIB Bylaws and Nominations Committee meeting held on November 10, 2010, as presented. The motion carried.

4 In favor, 0 Opposed, 0 Abstained

7. **NOMINATION FOR L.A. COUNTY WIB MEMBERSHIP – RYAN NOWICKI**

MOTION: It was moved by **Paul Kral** and seconded by **Richard Nichols** to approve and forward the recommendation of Ryan Nowicki to the Full Board, with the stipulation that all necessary paperwork is provided prior to the next scheduled Quarterly Board Meeting of February 17, 2011. The motion carried.

4 In favor. 0 Opposed. 0 Abstained

8. **RENEWAL BOARD MEMBERS**

MOTION: Under the condition that all legal requirements are met, and up-to-date and current letters of nomination are provided; it was moved by **Richard Nichols** and seconded by **Paul Kral** to approve and forward the recommendation of Renewal of Board Members to the Full Board on at the February 17, Quarterly Board Meeting. The motion carried.

4 In favor, 0 Opposed, 0 Abstained

9. **PROPOSED AMENDMENTS TO L.A. COUNTY WIB BYLAWS**

MOTION: It was moved by **Paul Kral**, and seconded by **Richard Nichols** to accept the recommendation to the proposed amendments to numbers 1 - 6 and 8 and that they be moved from proposed to approved status. Proposed Amendments 7, 9 and 10 are to be left in red. The motion carried.

4 In favor. 0 opposed, 0 Abstained

10. **PUBLIC COMMENTS**
None

11. **ADJOURNMENT:** There being no further business, WIB Bylaws and Nominations Committee Meeting of January 27, 2011 was adjourned at 1:40 p.m.

B

ATTACHMENT B



lacounty.gov

Gloria Molina
Mark Ridley-Thomas
Zev Yaroslavsky
Don Knabe
Michael D. Antonovich

County of Los Angeles COMMUNITY AND SENIOR SERVICES

3175 West Sixth Street • Los Angeles, CA 90020
Tel: 213-738-2600 • Fax 213- 487-0379

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Cynthia D. Banks
Director

Otto Solórzano
Chief Deputy

To: Members, Los Angeles County WIB Bylaws and Nominations Committee
From: Richard Verches, Executive Director
Subject: RENEWAL APPOINTMENT BOARD MEMBERS
Date: May 10, 2011

This item presents for your committee to review the WIB's membership requirements and make recommendations to the Full Board on May 12, 2011, regarding the renewal appointment of the board member listed below.

No.	WIB MEMBER/TITLE/SEAT	RENEWAL DATE
1.	Ross E. Viselman (Business-Nominated by: Supervisor Zev Yaroslavsky 3 rd Supervisorial District)	April 8, 2011

This item is submitted for your committee's review and recommendation regarding appointment renewal and terms of reappointment for this board member.

Staff is available to answer any questions you may have.

C

ATTACHMENT C



**LOS ANGELES COUNTY
FEDERATION OF LABOR,
AFL-CIO**

Maria Elena Durazo
Executive Secretary-Treasurer

Ricardo F. Icaza
President

The Los Angeles County Federation of Labor would like to nominate Daniel Villao to the Los Angeles County Workforce Investment Board.

If you have any questions, or need any additional information, please contact John Choi, Economic Development Director, at 213.381.5611 x113.

Thank You,

Maria Elena Durazo
Executive Secretary-Treasurer
Los Angeles County Federation of Labor, AFL-CIO



Los Angeles Black Business Expo

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3683 Crenshaw Blvd., Suite 501
Los Angeles, CA 90016

(323) 810-4752

January 21, 2011

Richard Verches
Assistant Executive Director
Los Angeles County Workforce Investment Board
Community and Senior Services
3175 West Sixth Street Suite 300
Los Angeles, CA 90020

Dear Mr. Verches:

I am writing this letter on behalf of Ms. Krystal Walker regarding representation on the Work Force Investment Board. Ms. Is highly qualified candidate for the position. Please accept this recommendation and feel free to contact me regarding this matter. In her role as Chief Executive of one of the longest tenured minority construction firms in South Los Angeles, her experience certainly qualifies her for representation on the County's Work Force Investment Board.

Thanks for the opportunity to respond to this matter. Please contact me at 323.810.5742 if you need additional information.

Respectfully,

Harold Hambrick
President/Executive Producer
BBXLA 2011

D

ATTACHMENT D

**L.A. COUNTY WORKFORCE INVESTMENT BOARD
BYLAWS AND NOMINATIONS COMMITTEE MEETING
Tuesday, May 10, 2011**

**AGENDA ITEM 9
ATTACHMENT D**

PROPOSED AMENDMENTS TO THE BYLAWS (Adopted Nov. 12, 2009)
WITH BACKGROUND INFORMATION AND STAFF RECOMMENDATIONS

- | | |
|--------------------------------------|--|
| 1. Current Language on page 4 | 5. Identification of eligible providers of intensive services; |
| Proposed Amendment: | "I suggest deleting this because in neither model that the department is contemplating will the OSO provide Intensive services, so I recommend deleting language that might suggest otherwise. " (K.Bowserl) |
| Comments: | All WIA funded providers of Adult and Dislocated Workers programs provide intensive services to eligible clients in accordance with legal requirements and their contracts. |
| Staff Recommendation: | Do not approve. |
| <hr/> | |
| 2. Current Language on page 6 | iii. Representative(s) of labor organizations, including employees nominated by local labor federations in accordance with Senate Bill 293. Representative(s) of community-based organizations, including organizations representing individuals with disabilities and veterans; |
| Proposed Amendment: | iii. Representatives of labor organizations nominated by local labor federations, including a representative of an apprenticeship program. At least 15 percent of local board members shall be representatives of labor organizations unless the local labor federation fails to nominate enough members. If this occurs, then at least 10 percent of the local board members shall be representatives of labor organizations. (SB 293) |
| | iv. Representatives of local community-based organizations, including organizations representing individuals with disabilities and veterans, and organizations that serve populations with barriers to employment, such as the economically disadvantaged, youth, farmworkers, homeless, and immigrants. (SB 293) |
| Comments: | This separates the previous language into two paragraphs and corrects a previous error that inadvertently merged them. The additional language reflects the actual text from SB 293 and WIA, state and federal law that defines the membership requirements for all WIBs. |
| Staff Recommendation: | Approve separating into two distinct paragraphs; approve the proposed language, which adds further clarification of comes directly from the law. |

3. Current Language on page 6 v. Representative(s) of each of the one-stop partners, as mandated by WIA.

Proposed amendment:

- vi. Representatives of each of the One-Stop Partners (WIA). The local providers of the following programs or activities shall be required partners in the local one-stop system.
- (i) Programs authorized under Title 1 of the Workforce Investment Act of 1998
 - WIA Youth
 - WIA Adult and Dislocated Workers
 - Job Corps
 - National Programs, including:
 - ◆ Native American Programs
 - ◆ Migrant and Seasonal Farmworker Programs
 - ◆ Veterans' Workforce Investment Programs
 - ◆ Youth Opportunity Grants
 - ◆ Demonstration, Pilot, Multiservice, Research, and Multistate Projects
 - ◆ National Emergency Grants
 - (ii) Programs authorized under the Wagner-Peyser Act
 - (iii) Adult education and literacy activities authorized under Title II of WIA
 - (iv) Programs authorized under parts A and B of Title 1 of the Rehabilitation Act of 1973
 - (v) Welfare to Work programs authorized under sec 403(a)(5) of the Social Security Act
 - (vi) Senior Community Service Employment Activities authorized under Title V of the Older Americans Act of 1965
 - (vii) Postsecondary vocational education activities authorized under the Carl D. Perkins Vocational and Applied Technology Education Act
 - (viii) Trade Adjustment Assistance and NAFTA Transitional Adjustment Assistance Activities authorized under Chapter 2 of Title II of the Trade Act of 1974
 - (ix) Activities authorized under Chapter 41 (commencing with section 4100) of Title 38 of the United States Code
 - (x) Employment and training activities carried out under the Community Service Block Grant Act
 - (xi) Employment and training activities carried out by the Department of Housing and Urban Development
 - (xii) Programs authorized under State unemployment compensations laws

Comments:

This is a recommendation from Paula Starr to delineate each of the mandated One-Stop Partner categories.

Staff Recommendation:

Approve proposed language underlined above that comes directly from state and federal law.

4. Current Language on page 8 i. When a member is identified as ceasing to be a representative of the group from which he or she was selected, or has other interests detrimental to, or in conflict with the interests of the WIB, the WIB Executive Director will notify the WIB Chair, who will notify the Executive Committee that a removal action may be warranted. Upon a two-thirds majority vote, the Executive Committee will forward a recommendation to the full WIB for action. The member in question will be given notice and an opportunity to speak at the meeting(s) where this subject will be discussed.

Proposed Amendment:

1. Replace 'selected' with either, nominated or designated.
2. Replace: 'notify the Executive Committee that a removal action may be warranted.' with: 'forward the matter to the Bylaws and Nominations Committee to determine eligibility to remain on the WIB based on re-designation to another mandated category or as a non-designated member; and to adopt a recommendation that will be forwarded to the Executive Committee for appropriate action . '
3. Replace 'action' with: appropriate action that is consistent with state and federal law, county code and WIB Bylaws related to membership.

Comments:

This further clarifies current vetting and approval by WIB Committees.

Staff Recommendation:

Approve as proposed.

5. Current Language on page 9 (with proposed edits)
1. Designation, Election, and Vacancies of Officers
- (a) The officers of the WIB shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. Every two years, the WIB shall elect officers to two-year terms a slate of officers.
 - (b) Elections of ~~all~~ officers shall take place be held at the regular WIB meeting in the spring of each even-numbered year. The Bylaws and Nominating Committee shall commence the election process by accepting nominations (through the WIB Executive Director) from WIB members for nominating one or more WIB members for each each of the officer positions authorized under the Bylaws, during a publicly announced period that is not less than two weeks. or the Committee may nominate a slate of officers. The ballot shall be prepared by written report of the Committee, stating the names of the persons so nominated, which shall be placed on the agenda of forwarded to the WIB's spring quarterly Board of Directors meeting, for consideration and voting in accordance with the Brown Act and all relevant legal requirements.
 - (c) The Chair and Vice-Chair candidates shall be Business Members.
 - ~~(d) Additional nominations for any office may be made from the floor at the WIB's Quarterly Board of directors meeting made by filing with the WIB Chair at any time prior to thirty (30) days before the annual election, a written nomination signed by at least ten (10) mebers of the WIB in good standing and entitled to vote.~~

Comments:

These amendments were developed by County Counsel with additions by the Executive Director to address issues from the last election in October.

Staff Recommendation:

Adopt as recommended

6. Current Language
on page 14-15

6. Abstention and Conflicts of Interest

- (b) **Abstention.** A member must abstain from participating in any decision in which he/she (or any organization that person directly represents) has a financial interest.
- i. Abstention requires disclosure of the member's interest and notation on the official record of the nature of the interest.
 - ii. Participation includes not only voting on, but also taking part in any discussion or analysis of the decision in which the member has an interest. It also includes any attempt to influence, either directly or indirectly, the decision. Therefore, all members must leave their seats among the WIB during the discussion of the item.
 - iii. However, members who abstain need not leave the room during the discussion or the voting. Members with a conflict may join the seats with the public if they choose and may address the WIB as members of the public, if such distinction is stated at the onset of the commentary period and recorded in the official minutes.

Proposed Amendment:
(Addition)

iv. An announcement shall be made at the beginning of each meeting to remind members of these requirements.

Comments:

This is consistent with WIB approval on November 18, 2010 of the "notice language" that will be included as the top of each WIB Meeting Agenda.

Staff Recommendation:

Approve as proposed.

7. Current Language
on page 15-16
(with proposed amendments)

1. General Powers and Limitations (paragraph 2)

All committees, except as otherwise provided in these Bylaws, the Executive Committee, are authorized only to make recommendations to the full WIB for final decision or action. ~~To be directed either to the full WIB or Executive Committee, unless such committee has been delegated authority to take final action by resolution of the WIB or Executive Committee. Such delegation of authority shall be by motion and vote approved by either the full WIB or Executive Committee at a public meeting.~~

Comments:

County Counsel has proposed the amendment to ensure WIB is in compliance with the law. While this limits the role and responsibilities of WIB Committees, especially Executive Committee, relative to the scope it exercised in the past, this will still allow the WIB to approve urgent unforeseen matters on a tentative basis so that CSS may process time sensitive legal, financial, performance and any other documents or adopt policies in a timely manner, pending full WIB consent, at the next scheduled full Board meeting at latest.

Staff Recommendation:

Adopt as recommended.

8. Current Language on page 16

1. General Powers and Limitations (paragraph 3)

The Chair of the WIB may appoint the membership and Chair or Vice-Chair of each standing committee or working group created by the members of the WIB, and may also appoint, in the same manner, alternate members of any committee or working group who may replace any absent member at any meeting of the committee or working group. Committee Chairs may be appointed for two-year terms to coincide with the election of WIB Officers. Committee membership shall be presented to and approved by the WIB. Chair and Vice-Chair of committees shall be members of the WIB. A majority of the members appointed to a committee shall constitute a quorum for purposes of conducting committee business. Minutes shall be kept of each meeting of each committee.

Comments:

This is a general recommendation that has no substantive impact. Because this [Chair] is a defined term in the document it should be capitalized. Likewise ensure that Committee and Council are capitalized consistently throughout document. (County Counsel)

Staff Recommendation:

Adopt as recommended

9. Current Language on page 16

2. Delegation and Limitations

- (a) ~~The WIB may, if it wishes, delegate to the Executive Committee or to any standing or working committee any and all of its powers, duties, and prerogative, with the exception of the following~~
- ~~i. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the member or approval of a majority of all members;~~
 - ~~ii. The filing of vacancies on the WIB or in any committee;~~
 - ~~iii. The amendment or repeal of Bylaws of the adoption of new Bylaws;~~
 - ~~iv. The amendment or repeal of any resolution of the WIB which by its express terms is not so amendable or repealable; of~~
 - ~~v. The appointment of other committees of the WIB.~~

Proposed Amendment:

Remove section (a) of Article VII – Committees, Delegation and Limitations on page 16

Comments:

County Counsel determined that this language is inconsistent with the law that grants decision-making authority related to fiscal and programmatic oversight responsibilities to the WIB, and not to a subset (Committee or Council) of the WIB.

Staff Recommendation:

Adopt as recommended.

10. Current Language
on page 17-18

3. Executive Committee

- (b) ~~If the WIB delegates authority to the Executive Committee to vote upon the removal of an inactive member, then the Executive Committee shall ensure that all WIB members, including the inactive member in question, receive notice of the relevant meeting agenda. The Executive Committee shall have authority to take action, and CSS shall be able to implement such Executive Committee action, when the Executive Committee approves via motion that:~~
- i. ~~An issue arose after the last full WIB meeting; and~~
 - ii. ~~The issue is of such a time sensitive nature that action cannot wait for the next full WIB meeting~~
 - iii. ~~Any action taken under this paragraph shall be brought to the full WIB for their approval at the next full WIB meeting.~~

Notice of these proposed actions and any action taken by the Executive Committee under this paragraph shall be provided to each WIB member by CSS. Notice of the proposed actions will be via the agenda for the Executive Committee meeting, and notice of any action taken will be done within 3 days after the action was taken.

- (d) The Executive Committee does not have the authority to do any of the following:
- i. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the member or approval of a majority of all members;
 - ii. The filling of vacancies on the WIB or in any committee;
 - iii. The amendment or repeal of Bylaws of the adoption of new Bylaws;
 - iv. The amendment or repeal of any resolution of the WIB which by its express terms is not so amendable or repealable; or
 - v. The appointment of other committees of the WIB.

Proposed Amendment:

Comments:

Staff Recommendation:

Proposed amendment is underlined above.

None.

Approve as amended.

Current Language on page 16

Executive Committee

- (a) ~~Committee chairs shall serve a one (1) year term commencing July 1 and ending June 30; provided however, that any person appointed to fill a vacancy shall serve for the period remaining in the unexpired term of the previous chairperson. No committee chairperson shall serve more than two (2) consecutive full terms unless recommended by the Chair and approved by the WIB.~~

Proposed Amendment:

Comments:

Staff Recommendation:

Current Language
on page 17-18

Defer to Committee to determine the correct length of time related to term of chairperson.

Time confliction

Adopt as recommended

3. Executive Committee

- (e) ~~If the WIB delegates authority to the Executive Committee to vote upon the removal of an inactive member, then the Executive Committee shall ensure that all WIB members, including the inactive member in question, receive notice of the relevant meeting agenda. The Executive Committee shall have authority to take action, and CSS shall be able to implement such Executive Committee action, when the Executive Committee approves via motion that:~~

- iv. An issue arose after the last full WIB meeting; and
- v. The issue is of such a time sensitive nature that action cannot wait for the next full WIB meeting

Any action taken under this paragraph shall be brought to the full WIB for their approval at the next full WIB meeting.

Notice of these proposed actions and any action taken by the Executive Committee under this paragraph shall be provided to each WIB member by CSS. Notice of the proposed actions will be via the agenda for the Executive Committee meeting, and notice of any action taken will be done within 3 days after the action was taken.

- (d) The Executive Committee does not have the authority to do any of the following:

- vi. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the member or approval of a majority of all members;

- vii. The filling of vacancies on the WIB or in any committee;
- viii. The amendment or repeal of Bylaws of the adoption of new Bylaws;
- ix. The amendment or repeal of any resolution of the WIB which by its express terms is not so amendable or repealable; or
- x. The appointment of other committees of the WIB.

Proposed Amendment:

Previous language is crossed out above. Proposed amendment is underlined.

Comments:

Defer to Committee to determine the length of time related to the notice requirement.

Staff Recommendation:

Approve as amended.

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BYLAWS

OF

**THE LOS ANGELES COUNTY
WORKFORCE INVESTMENT BOARD**

ADOPTED: NOVEMBER 12, 2009

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**BYLAWS
OF
THE LOS ANGELES COUNTY
WORKFORCE INVESTMENT BOARD**

ARTICLE I - NAME

The name of this organization is the Los Angeles County Workforce Investment Board ("WIB"). The County of Los Angeles ("County") is the workforce investment area.

The principal office for the transaction activities and affairs of the WIB is located at the Department of Community & Senior Services, 3175 West Sixth Street, Los Angeles, in Los Angeles County, California. The WIB may change the location of the principal office within the County. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Article or this Article may be amended to state the new location.

ARTICLE II - DEFINITIONS

1. Business Member

A Business Member is a representative of the private sector who meets the qualifications set forth in Section 117(b)(2)(A)(i) of the Workforce Investment Act ("WIA").

2. Board of Supervisors

The Los Angeles County Board of Supervisors are the Chief Elected Officials, as approved by the Governor of California, of the Los Angeles County Workforce Investment Area.

3. WIB Executive Director

The Executive Director is an employee of the County of Los Angeles and provides guidance and supportive services to the WIB.

4. Community and Senior Services ("CSS")

This is the County department that acts as the administrative entity for the local workforce investment area.

ARTICLE III - OBJECT

The WIB's basic object is to establish policy for and provide oversight of the workforce investment system in the County.

The WIB's mission is to provide leadership by convening and facilitating public and private stakeholders to impact the economic health of the region.

Pursuant to Section 117 of the WIA, the following are mandated responsibilities of the WIB:

1. In partnership with the Board of Supervisors, develop a local plan for the workforce investment area;
2. Selection of one-stop operator(s) with the concurrence of the Board of Supervisors;
3. Identification of eligible providers of youth activities and the awarding of grants or contracts on a competitive basis, based on recommendations of the Youth Council;
4. Identification of eligible providers of training services;
5. Identification of eligible providers of intensive services;
6. Development of a budget for itself, subject to the approval of the Board of Supervisors;
7. In partnership with the Board of Supervisors, oversight of the one-stop delivery system, employment and training activities and youth activities in the County;
8. In partnership with the Board of Supervisors, negotiation of local performance measures with the Governor;
9. Establishment of a Youth Council pursuant to Section 117 of the WIA and, in partnership with the Board of Supervisors, appointment of its members;
10. Provide assistance to the Governor for the development of a statewide employment statistics system;
11. Coordination of workforce development activities conducted under the WIA with local economic development strategies and develop employer linkages with such activities; and

Comment [J1]: I suggest deleting this because in neither model that the department is contemplating will the OSO provide intensive services, so I recommend deleting language that might suggest otherwise

12. Promote the participation of private sector employers in the statewide investment system.

ARTICLE IV - MEMBERS

1. **Composition** – The authorized number of WIB members shall not be less than 39 nor more than 51. The exact number shall be determined by the WIB pursuant to relevant provisions of the WIA. All members must be approved by the Board of Supervisors.
2. **Qualification, Appointment and Term**
 - (a) A majority of the WIB members shall be Business Members.
 - (b) Members of the WIB shall be approved by the Los Angeles County Board of Supervisors in accordance with Section 117 of the WIA.
 - (c) Members of the WIB that represent organizations, agencies, or other entities shall be individuals with optimum policymaking authority within the organizations, agencies, or entities.
 - (d) Membership shall include:
 - i. **Representative(s) of business in the local area, who:**
 - (I) Are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policymaking or hiring authority;
 - (II) Represent businesses with employment opportunities that reflect the employment opportunities of the local area; and
 - (III) Are appointed from among individuals nominated by local business organizations and business trade associations;
 - ii. **Representative(s) of local educational entities, including** local school boards, entities providing adult education and literacy activities, and post-secondary educational

institutions, including representatives of community colleges, selected from among individuals nominated by regional or local educational agencies, institutions, or organizations representing such local educational entities;

- iii. **Representative(s) of labor organizations, including employees** nominated by local labor federations in accordance with Senate Bill 293; **Representative(s) of community-based organizations**, including organizations representing individuals with disabilities and veterans;
- iv. **Representative(s) of economic development agencies** including private sector economic development entities; and
- v. **Representative(s) of each of the one-stop partners, as mandated by WIA.***

Comment [J2]: Based on a recent comment from Maggie I was informed EDD is not content with the 10% interpretation and never will be. So I suggest using the more generic reference back to the law so the County doesn't have the opportunity to get the interpretation wrong.

- (e) Membership may include such other individuals or representatives of entities as the chief elected official in the local area may determine to be appropriate.
- (f) Membership will include up to three members directly nominated by each Supervisor and appointed by the Board of Supervisors.
- (g) In the case of members directly appointed by the Board of Supervisors, the term of office shall be three years from the date a WIB member is appointed. All other members nominated by other entities approved by the Board of Supervisors shall serve a one- or two-year term from the date such member is appointed for the first time, as approved by the Board of Supervisors. Such other members nominated by other entities may be re-appointed to either a one-year term or a two-year term. The WIB shall recommend to the Board of Supervisors, the length of term proposed for each such renewal appointment. Appointments to fill vacancies shall be made in such a way as to maintain these term periods.

Comment [J3]: This is the area wherein the Native American representative is generally accounted for. I am not opposed to adding a separate category to specifically address this category as was requested by Paula Starr. But that is a decision the department and WIB need to make. Also, I am concerned that the County may not be complying with this requirement. There are 22 mandatory partners including HUD, veterans, migrant & seasonal farmworkers etc. Do they all need to be represented on the WIB? If so, the County's WIB is going to be enormous! How does EDD/DOL and the County interpret this requirement?

3. Vacancies, Resignations, Attendance, and Removal

- (a) A vacancy or vacancies on the WIB shall exist on the occurrence of any one of the following:
 - i. The death or resignation of any member;
 - ii. The declaration by resolution of the WIB of a vacancy in the office of a member who has been declared of unsound mind by an order of court, or convicted of a felony;
 - iii. The removal of a member by a two-thirds majority vote of the WIB, and approval by the Board of Supervisors;
 - iv. The increase of the authorized number of members;
 - v. The removal of a member by the Board of Supervisors.
 - vi. The removal of an inactive member by a two-thirds majority vote of the Executive Committee or full WIB.
- (b) No reduction of the authorized number of members shall have the effect of removing any member before that member's term of office expires.
- (c) Except as provided herein, any member may resign by giving written notice to the Chair of the WIB. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. If a member's resignation is effective at a later time, the appointment of a successor to take office shall occur on or after the date when the resignation becomes effective.
- (d) Vacancies on the WIB shall be filled in the same manner as original appointment of such members. The Executive Director shall solicit, accept, and review new nominations from nominating agencies to fill vacancies and forward such nominations directly to the Bylaws and Nominations Committee for review and recommendation to the full WIB.

- (e) Attendance at all full WIB and Committee meetings to which a member has been assigned is expected of all members. WIB members who miss two consecutive full WIB or committee meetings without an excuse approved by the Executive Director, will be considered inactive and subject to removal pursuant to section 3(f) and 3(ii) of these Bylaws.
- (f) Removal may occur when a member ceases to be representative of the group from which he or she was selected, has other activities or interests detrimental to, or in conflict with the WIB, or does not meet the attendance requirement outlined in section 3(e) and such removal is approved by a two-thirds majority vote of the full WIB or Executive Committee. Any member subject to removal shall be given the opportunity to resign.
 - i. When a member is identified as ceasing to be a representative of the group from which he or she was selected, or has other interests detrimental to, or in conflict with the interests of the WIB, the WIB Executive Director will notify the WIB Chair, who will notify the Executive Committee that a removal action may be warranted. Upon a two-thirds majority vote, the Executive Committee will forward a recommendation to the full WIB for action. The member in question will be given notice and an opportunity to speak at the meeting(s) where this subject will be discussed.
 - ii. After a member is absent and inactive as described in section 3(e) above, the WIB Chair will contact the member to find out what problems exist and if the member still has an interest in serving on the WIB. The inactive member will have one more opportunity to attend a meeting. If the member misses a third meeting, the WIB Chair will notify the Executive Committee in writing that the inactive member

Comment [34]: then what? Does the full WIB just need to be informed? Must they approve by a simple majority vote? Or 2/3 majority vote?

should be considered for removal. Upon two-thirds majority vote of either the full WIB or Executive Committee, the member shall be removed. The member in question will be given notice and an opportunity to address the members at the meeting at which this matter will be discussed.

4. Fees and Compensation

Members shall serve without compensation for their services, provided, however, such members may be reimbursed for authorized expenses incurred in carrying out their respective duties.

ARTICLE V - OFFICERS

1. Designation, Election, and Vacancies of Officers

- (a) The officers of the WIB shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. Every two years, the WIB shall elect a slate of officers.
- (b) Elections of all WIB officers shall be held at the regular WIB meeting in the spring of each even-numbered year. The Bylaws and Nominating Committee shall commence the election process by nominating one or more WIB members for each officer position authorized under the Bylaws. The written report of the Committee, stating the names of the persons so nominated, shall be forwarded to the WIB's spring quarterly Board of Directors meeting, for consideration.
- (c) The Chair and Vice-Chair candidates shall be Business Members.
- (d) Additional nominations for any office may be made by filing, with the WIB Chair at any time prior to thirty (30) days before the annual election, a written nomination signed by at least ten (10) members of the WIB in good standing and entitled to vote.
- (e) The WIB must inform the Board of Supervisors of the election of officers within ten (10) working days of the election.

2. **Terms of Office**

Each officer shall serve for a period of two years, beginning July 1 of the election year and ending June 30 two years later. Officers are eligible for re-election. Each officer shall serve no more than two (2) consecutive terms.

3. **The Powers and Duties of Officers - Chair**

- (a) The WIB Chair shall preside at all meetings of the WIB Board of Directors, shall take the chair at the hour appointed for every WIB meeting, shall immediately call the members to order and, except in the absence of a quorum, shall proceed with the business of the WIB in the manner prescribed by the Bylaws.
- (b) The Chair shall, subject to approval of the WIB, appoint members of the WIB to standing and ad hoc committees, including designating members as chairs and vice-chairs of such committees.

4. **Vice-Chair**

The Vice-Chair shall possess and perform all the powers and duties of the Chair during, for whatever reason, the absence of the Chair.

5. **Secretary**

The Secretary shall:

- (a) Attend each WIB meeting and shall ensure that a record of all proceedings is maintained;
- (b) Attend, upon request of the Chair of any WIB committee, meetings of that committee and shall ensure that a record of such proceeding is maintained;
- (c) Delegate to the WIB Executive Director the responsibility of preparing the agenda for all regular and special meetings of the WIB and its various committees, and deliver such agenda to each WIB member no later than three (3) days prior to the scheduled meeting. The agenda shall include those matters, complete with all necessary reports relating to each matter,

addressed to the WIB for action and on file with CSS, which have been reviewed by the WIB Executive Director. The agenda shall list closed sessions, except where the session is required because of an emergency situation, in which case the relevant provision of the Brown Act noticing requirements will govern. The agenda shall also state the general reason or reasons for the closed session.

- (d) Delegate to the WIB Executive Director the responsibility to notify the WIB members of the time set for any committee meeting, and shall, at the request of the Chair, call all committee meetings and notify parties interested in the matters pending before such committee of the time and place of the meeting.

6. Treasurer

The treasurer shall oversee the financial stability of the organization, address all financial issues, including fiscal accountability of the WIB, and is charged with ensuring that:

- (a) The WIB receives quarterly financial and performance status reports from the WIB Executive Director;
- (b) Any discrepancies or questions regarding any expenditure of federal grants are fully disclosed and that appropriate action is taken in coordination with CSS to remedy such discrepancies;
- (c) The WIB is provided with follow-up reports on action taken to ensure discrepancies are remedied within a timely and effective manner.

7. Resignation of Officers

Any officer may resign his/her office at any time by giving written notice to the WIB Chair. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of that notice shall not be necessary to make it effective. A WIB Officer who resigns his/her

office continues as a WIB member unless otherwise provided in his/her written notice.

8. **Removal of Officers**

The WIB members at any regular meeting or special meeting of the WIB may remove any officer, with or without cause, upon a two-thirds majority vote of the WIB.

9. **Vacancies**

Any vacancy caused by death, resignation, removal, disqualification or otherwise of any officer shall be filled by the WIB for the unexpired portion of the term. In the event of a vacancy of any office other than that of Chair, such vacancy shall be filled temporarily by appointment by the Chair until such time as the WIB shall fill the vacancy by election.

10. **Fees and Compensation**

Officers shall serve without compensation for their services; provided, however, such officers may be reimbursed for authorized expenses incurred in carrying out their respective duties.

ARTICLE VI - MEETINGS

1. **Meeting Location**

Meetings of the WIB shall be held at any place within the County of Los Angeles, or other location authorized by law, that has been designated by resolution of the WIB, or in the notice of the meeting, or if not so designated, at the principal office of the WIB.

2. **Regular Meetings**

Regular meetings of the WIB may be held at such time and place as the WIB may, by resolution, fix from time-to-time.

3. **Special Meetings**

Special meetings of the WIB for any purpose may be called at any time by the Chair of the WIB, or Vice-Chair if authority is so delegated, or by a majority of the members.

4. Meeting Notices

- (a) Notice of the time and place of special meetings shall be given to each member either by email, personal delivery of written notice, by first class mail postage prepaid, or by telephone either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member. All such notices shall be emailed or given or sent to the member's postal addresses or telephone number as shown on the WIB roster. Notice shall comply with the timeline stated in the Brown Act. The notice shall state the time of the meeting, and the place if the place is other than the principal place of business.
- (b) Notice of the meeting need not be given to any member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed at the principal place of business or made a part of the minutes of the meetings. Notice of a meeting need not be given to any member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5. Quorum and Adjournment

- (a) A majority of the authorized number of members shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is by vote of at least a majority of the required quorum for that meeting.
- (b) A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place. In

addition, the Chairperson may, in his/her discretion, adjourn any meeting to another time and place. However, the Chairperson may not adjourn the same meeting more than twice.

6. Abstention and Conflicts of Interest

- (a) Members shall abide by conflict of interest requirements in Section 117(g) of WIA;
- (b) **Abstention.** A member must abstain from participating in any decision in which he/she (or any organization that person directly represents) has a financial interest.
 - i. Abstention requires disclosure of the member's interest and notation on the official record of the nature of the interest.
 - ii. Participation includes not only voting on, but also taking part in any discussion or analysis of the decision in which the member has an interest. It also includes any attempt to influence, either directly or indirectly, the decision. Therefore, all members must leave their seats among the WIB during the discussion of the item.
 - iii. However, members who abstain need not leave the room during the discussion or the voting. Members with a conflict may join the seats with the public if they choose and may address the WIB as members of the public, if such distinction is stated at the onset of the commentary period and recorded in the official minutes.
- (c) A financial interest can consist of an income source amounting to as little as \$250.00 in a 12-month period. However, salary from a state or local government agency is not considered "income" for these purposes.

Comment [J5]: This policy change should be highlighted to the WIB when they vote to approve this final version b/e it is a new requirement and if it passes it will effect members who will need to change behavior at meetings accordingly.

ARTICLE VII - COMMITTEES

1. General Powers and Limitations

The WIB shall have the power at any time to create, fill vacancies, change the size of membership of, and/or discharge any committee. Each committee shall have and may exercise such powers as are set forth in these Bylaws or as may be conferred or authorized by the resolution appointing it, provided however, that no such committee shall have the authority to amend, alter or repeal these Bylaws; elect, appoint or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the WIB; authorize the voluntary dissolution of the WIB or revoke proceedings thereof; adopt a plan for the distribution of the assets of the WIB; or amend, alter or repeal any resolution of the WIB. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the WIB or any individual member of any responsibility imposed upon it or him/her by law.

All committees, except the Executive Committee, are authorized only to make recommendations for final decision or action, to be directed either to the full WIB or Executive Committee, unless such committee has been delegated authority to take final action by resolution of the WIB or Executive Committee. Such delegation of authority shall be by motion and vote approved by either the full WIB or Executive Committee at a public meeting.

The Chair of the WIB may create ad hoc committees or work groups as needed. Notification of the creation of an Ad Hoc or Work Group, purpose and members will be placed as an Information Item on the Agenda of the next regularly scheduled full WIB Board meeting.

The Chair of the WIB may appoint the membership and Chair or Vice-Chair of each standing committee or working group created by the members of the WIB, and may also appoint, in the same manner, alternate members of any committee or working group who may replace any absent member at any meeting of the committee or working group. Committee Chairs may be appointed for two-year terms to coincide with the election of WIB Officers. Committee membership shall be presented to and approved by the WIB. Chair and Vice-Chair of committees shall be members of the WIB. A majority of the members appointed to a committee shall constitute a quorum for purposes of conducting committee business. Minutes shall be kept of each meeting of each committee.

Comment [J6]: Because this is a defined term in the document it should be capitalized. Likewise ensure that Committee and Council are capitalized consistently throughout document. Right now they are not.

2. Delegation and Limitations

- (a) The WIB may, if it wishes, delegate to the Executive Committee or to any standing or working committee any and all of its powers, duties and prerogatives, with the exception of the following:
 - i. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the member or approval of a majority of all members;
 - ii. The filling of vacancies on the WIB or in any committee;
 - iii. The amendment or repeal of Bylaws of the adoption of new Bylaws;
 - iv. The amendment or repeal of any resolution of the WIB which by its express terms is not so amendable or repealable; or
 - v. The appointment of other committees of the WIB.
- (b) The Chair of the WIB may appoint the membership and Chair and Vice-chair of each standing committee created by the WIB, and may also appoint, in the same manner, alternative members of any committee who may replace any absent member at any

meeting of the committee. Committee membership shall be presented to and approved by the WIB.

- (c) Committee chairs shall serve a one (1) year term commencing July 1 and ending June 30; provided however, that any person appointed to fill a vacancy shall serve for the period remaining in the unexpired term of the previous chairperson. No committee chairperson shall serve more than two (2) consecutive full terms unless recommended by the Chair and approved by the WIB.

3. Executive Committee

- (a) There is established an Executive Committee of the WIB, consisting of the following members of the WIB: (1) the Chair; (2) the Vice-Chair; (3) Secretary; (4) Treasurer; (5) Chair of all standing committees; (6) the Immediate Past WIB Chair; and (7) four members-at-large appointed by the Chair.
- (b) Membership – a majority of the Executive Committee shall be composed of persons who are Business Members.
- (c) If the WIB delegates authority to the Executive Committee to vote upon the removal of an inactive member, then the Executive Committee shall ensure that all WIB members, including the inactive member in question, receive notice of the relevant meeting agenda.

4. Standing Committees

There are the following Standing Committees: (a) Business Services/Marketing Committee; (b) Bylaws and Nominations Committee; (c) Certification and Quality Committee; (d) Finance Committee; (e) Intergovernmental Relations Committee; (f) Mature Worker Council; and (g) Youth Council.

- (a) **Business Services/Marketing Committee** – This Committee shall:

- i. Develop linkages with the region's economic development efforts and conduct labor market research (possibly through contracting);
 - ii. Use employer customer data from the Certification and Quality Committee to design services for employers, including labor market information;
 - iii. Validate industry-skill standards and provide them to the Certification and Quality Committee;
 - iv. Develop the marketing message to customers, constituents and stakeholders;
- (b) **Bylaws and Nominations Committee** – The Committee shall, as requested by the full WIB, the Executive Committee, the WIB Chair, or on its own initiative:
- i. Interpret Bylaws questions;
 - ii. Draft amendments to the Bylaws;
 - iii. Implement solutions to Bylaws-related problems;
 - iv. Make recommendations to the WIB for renewal appointments of WIB members; Accept and review nominations to fill vacant seats on the WIB, and make recommendations to the full WIB for appointments by the Board of Supervisors; and each even-numbered year, commence the process for election of WIB Officers, by nominating one or more WIB members for each Officer position authorized under the Bylaws. The written report of the Committee, stating the names of the persons so nominated, shall be forwarded to the WIB's spring quarterly Board of Directors meeting, for consideration.
 - v. The Committee shall maintain an official text of the Bylaws incorporating all changes as adopted by the WIB

membership and shall verify as correct all published texts of the Bylaws.

(c) **Certification and Quality Committee** - This Committee shall:

- i. Develop the quality standards required to become certified as a WorkSource Center (One-Stop Center) or an affiliate;
- ii. Review applications and renewals and ensure that facilities meet the quality standards before being certified as a WorkSource Center (One-Stop Center) or an affiliate site;
- iii. Notify the WIB when WorkSource Centers (One-Stop Center) are certified;
- iv. Develop outcome measurements beyond customer satisfaction, collect the data and make recommendations to the full WIB on improvements required to meet and exceed all measures of success;
- v. Develop the "blueprint" for the infrastructure needs of a world-class WorkSource System; and
- vi. Identify the competencies required to work within an integrated workforce development system and develop the training plan to ensure all staff is proficient.

Comment [17]: Write out center so as to not confuse the worksrouce centers with OSOs.

(d) **Finance Committee** – This committee shall oversee the financial stability of the organization, address all financial issues, including fiscal accountability of the WIB, and is charged with ensuring that:

- i. The WIB receives quarterly financial and performance status reports from the WIB Executive Director;
- ii. Any discrepancies or questions regarding any expenditure of federal grants are fully disclosed to the WIB and that appropriate action is taken in coordination with CSS, to remedy such discrepancies;

- iii. The WIB is provided with follow-up reports on action taken to ensure discrepancies are remedied within a timely and effective manner.
 - iv. ~~Identify~~ new sources of funds to carry out the work of the WIB;
 - v. Monitor the allocation of resources to the One-Stop Centers and affiliate sites; and
 - vi. Consider the formula for determining the worth of an Individual Training Account and make recommendations to the full WIB.
- (e) **Intergovernmental Relations Committee** - This Committee shall:
- i. Educate the congressional representatives on the Workforce Investment Act, on the role of the Workforce Investment Boards, and on the services provided at the WorkSource Centers.
 - ii. Identify critical issues and present recommendations to the WIB.
 - iii. Oversee the preparation of Legislative Reports for the WIB.
- (f) **Mature Worker Council** - This Council plays an advisory role to the WIB and shall provide subject matter expertise in policies and programs to assist the WIB in increasing meaningful employment opportunities for mature workers to achieve economic security and independence. Persons who are members of this Council, need not be on the WIB. However, the Chair of this Council shall be a member of the WIB.
- (g) **Youth Council** – This Council is a subgroup of the WIB. Members of this Council shall be appointed by the WIB in cooperation with the Board of Supervisors. The Council shall:

Comment [38]: Per John Addelman's recommendation Develop may suggest that WIB has power to have separate funding accounts.

- i. Provide expertise in youth workforce development policy and assist the WIB in developing the portions of the local plan relating to eligible youth.
- ii. Develop and recommend local youth employment and training policy and practices.
- iii. Broaden the youth employment and training focus in the community to incorporate a youth development perspective.
- iv. Establish linkages with other organizations serving youth in the local area.
- v. The Council shall have no more than thirteen members and membership will be in accordance with WIA section 117(h), and the following:
 - (I) There shall be five members of the WIB with special interest or expertise in youth policy;
 - (II) Representative of youth service agency, including juvenile justice and local law enforcement agencies;
 - (III) Representative of local public housing authority;
 - (IV) Parents of youth seeking assistance under this subtitle;
 - (V) Individuals, including former participants, and representatives of organizations, that have experience relating to youth activities;
 - (VI) Representatives of the Job Corps, as appropriate;
 - (VII) And there may be one optional seat.
- vi. Members of the Youth Council who are not otherwise members of the WIB shall be voting members of the Youth Council and nonvoting members of the WIB.

(h) Working Groups

The Chair may appoint working groups of the full WIB, as long as such working groups do not constitute a quorum of any Standing Committee, or the Executive Committee. The Chair of any Standing Committee may also form a working group of their committee for the same purpose. A work group is a non-quorum number of the committee's members. Every work group so formed shall be given a clear charge and time frame within which to carry out such charge, by their Chair. Work group meetings do not require compliance with public open meeting laws.

Work groups are authorized only to make recommendations to the WIB or the Executive Committee, unless a work group has been delegated authority to take final action by resolution of the WIB or Executive Committee. Such delegation of authority shall be made by motion and vote approved by the WIB or Executive Committee. Any final action/decision made by a work group with such delegated authority must be made at a public meeting.

ARTICLE VIII - GENERAL PROVISIONS

1. **Ralph M. Brown Act.** All meetings of the WIB shall be called and conducted in conformity with provisions of the Ralph M. Brown Act of the State of California (the "Brown Act") (Cal. Gov. Code 54950, et seq.). Any conflict between specific provisions of these Bylaws and provisions of the Brown Act shall be resolved in favor of the latter.
2. **Robert's Rules of Order.** When parliamentary procedures are not covered by the Bylaws, Robert's Rules of Order Revised, shall prevail.

ARTICLE IX - AMENDMENT

1. Subject to the limitations set forth in these Bylaws, the members may adopt, amend or repeal these Bylaws.
2. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of a majority of the members of the WIB.

3. No amendment may extend the term of a member beyond that for which the member was appointed.

**CERTIFICATE OF SECRETARY OF THE LOS ANGELES COUNTY
WORKFORCE INVESTMENT BOARD**

I DO HEREBY CERTIFY that I am the duly appointed and acting
Secretary of the Los Angeles County Workforce Investment board, that the
above Bylaws were duly adopted by resolution of the WIB Members thereof at its
meeting of _____, Executed on
_____, 2009 at Los Angeles, California.

**Secretary
Los Angeles County Workforce
Investment Board**